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FR Y-6  
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Approval expires September 30, 2018  
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Supervision, Regulation and  
Credit Department

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JF 1/9/17

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

September 30, 2016

Month / Day / Year

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Bridgewater Financial Mutual Holding Company

Legal Title of Holding Company

756 Orchard Street

(Mailing Address of the Holding Company) Street / P.O. Box

Raynham

MA

02767

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Richard Burgess

SVP, CFO & Treasurer

Name

Title

508-884-3313

Area Code / Phone Number / Extension

508-884-3365

Area Code / FAX Number

rburgess@bridgewateravings.com

E-mail Address

www.bridgewateravings.com

Address (URL) for the Holding Company's web page

I, Peter Dello Russo

Name of the Holding Company Director and Official

President & CEO

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

*Peter Dello Russo*

Signature of Holding Company Director and Official

12/21/16

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID

334102

C.I.

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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Date of Report (top-tier holding company's fiscal year-end):

September 30, 2016

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, Peter Dello Russo

Name of the Holding Company Director and Official

President & CEO

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Bridgewater Financial Mutual Holding Company

Legal Title of Holding Company

756 Orchard Street

(Mailing Address of the Holding Company) Street / P.O. Box

Raynham

MA

02767

City

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Physical Location (if different from mailing address)

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Person to whom questions about this report should be directed:

Richard Burgess

SVP, CFO & Treasurer

Name

Title

508-884-3313

Area Code / Phone Number / Extension

508-884-3365

Area Code / FAX Number

rburgess@bridgewateravings.com

E-mail Address

www.bridgewateravings.com

Address (URL) for the Holding Company's web page

*[Signature]*

Signature of Holding Company Director and Official

1/3/17

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID \_\_\_\_\_

C.I. \_\_\_\_\_

Does the reporter request confidential treatment for any portion of this submission?

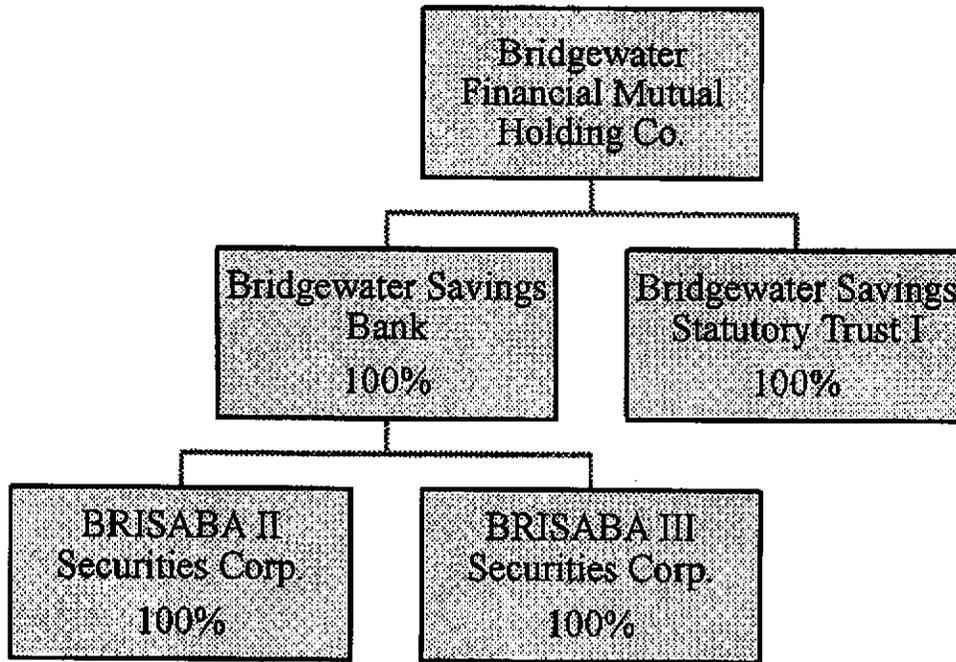
- Yes Please identify the report items to which this request applies: \_\_\_\_\_
- In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
- The information for which confidential treatment is sought is being submitted separately labeled "Confidential."
- No

## For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
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City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)

Bridgewater Financial, MHC  
Raynham, MA  
Fiscal Year Ending September 30, 2016



All companies are located at 756 Orchard Street, Raynham, MA 02767

All companies are Massachusetts corporations except Bridgewater Savings Statutory Trust I, which is a Connecticut statutory trust. As indicated above, all are 100% owned.

LEI not applicable unless otherwise noted.

Report Item

1: Annual Report to Shareholders.

The MHC has no shareholders and is not registered with the SEC.

2a: Organizational Chart. See above.

2b: Domestic Branch Listing. See attached.

3: Securities holders. There are no securities holders.

4: Insiders. See attached. There are no voting percentages for any of the Trustees/Officers.

Form FR Y-6

**Bridgewater Financial, MHC**  
**Fiscal year ending September 30, 2016**

<u>Officers</u>	<u>Occupation</u>	<u>City, State</u>
James C. Lively*	President and Chief Executive Officer	Brewster, MA
Richard J. Burgess, Jr.**	Sr. Vice President and Treasurer	Kingston, MA
<p>* Also serves in same capacity for:</p> <p style="padding-left: 40px;">Bridgewater Savings Statutory Trust I Bridgewater Savings Bank subsidiaries: BRISABA Securities Corporation II BRISABA Securities Corporation III</p>		
<p>** Also serves in same capacity for:</p> <p style="padding-left: 40px;">Bridgewater Savings Statutory Trust I Bridgewater Savings Bank and subsidiaries: BRISABA Securities Corporation II BRISABA Securities Corporation III</p>		
<u>Trustees of Bridgewater Financial, MHC &amp; Directors of Bridgewater Savings Bank</u>	<u>Occupation</u>	<u>City, State</u>
Ronald C. Broman	Retired	No. Chatham, MA
Peter W. Brown	Commercial Real Estate Owner and Manager of Real Estate Development	Orleans, MA
William L. Clay	President/Owner of Walker-Clay, Inc.	Hanson, MA
D. Christopher Cross	President and Treasurer of Component Properties, Inc.	West Bridgewater, MA
George K. Gurley	Retired Police Chief	Bridgewater, MA

Stephen T. Hall	Account Manager at Control Point Technologies	Raynham, MA
Robert C. Hofmann, Jr.	Retired Insurance Agent	East Sandwich, MA
John D. Hopkins, Jr.	President/Owner of Creative Extrusion & Technologies, Inc.	Duxbury, MA
Reinald G. Ledoux, Jr.	Administrator and CEO of Brockton Area Transit	Bridgewater, MA
James C. Lively	CEO of Bridgewater Savings Bank	Brewster, MA
Robert L. Todd, Sr.	President of Todd Properties	Bridgewater, MA
Joan M. Ulich	Self-employed Travel Agent & part-time Real Estate Sales Agent	Pembroke, MA
James D. Wood	President of Kriswood Realty Trust.	Buzzards Bay, MA
<b>Trustees of Bridgewater Financial, MHC</b>		
Thomas W. Rudolph	Commercial Real Estate Broker	East Bridgewater, MA
Walter Zaverucha	Owner / Principal of Commercial Masonry Corp. Real estate investor	Duxbury, MA
Michael Giancola	President of Southeast Commercial Real Estate	Sandwich, MA
John Noblin	Contractor	Raynham Center, MA

Results: A list of branches for your depository institution: BRIDGEWATER SAVINGS BANK (ID\_RSSD: 699105).  
 This depository institution is held by BRIDGEWATER FINANCIAL, MHC (3134102) of RAYNHAM, MA.  
 The data are as of 09/30/2016. Data reflects information that was received and processed through 10/06/2016.

**Reconciliation and Verification Steps**

1. In the Data Action column of each branch row, enter one or more of the actions specified below
2. If required, enter the date in the Effective Date column

**Actions**

**OK:** If the branch information is correct, enter 'OK' in the Data Action column.  
**Change:** If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.  
**Close:** If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.  
**Delete:** If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.  
**Add:** If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

**Submission Procedure**

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.  
 If you are e-mailing this to your FRB contact, put your Institution name, city and state in the subject line of the e-mail.

**Note:**

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.  
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

\* FDIC UNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
		Full Service (Head Office)	699105	BRIDGEWATER SAVINGS BANK	756 ORCHARD STREET	RAYNHAM	MA	02767	BRISTOL	UNITED STATES	17762	0	BRIDGEWATER SAVINGS BANK	699105	
		Full Service	2621333	BRIDGEWATER BRANCH	14 MAIN STREET	BRIDGEWATER	MA	02324	PLYMOUTH	UNITED STATES	334337	5	BRIDGEWATER SAVINGS BANK	699105	
		Full Service	3700525	BRIDGEWATER BRANCH	5 SCOTLAND BOULEVARD	BRIDGEWATER	MA	02324	PLYMOUTH	UNITED STATES	29102B	4	BRIDGEWATER SAVINGS BANK	699105	
		Full Service	182401	BEDFORD STREET BRANCH	29 BEDFORD STREET	EAST BRIDGEWATER	MA	02333	PLYMOUTH	UNITED STATES	17778	8	BRIDGEWATER SAVINGS BANK	699105	
		Full Service	1463068	LAKEVILLE BRANCH	6 MAIN ST	LAKEVILLE	MA	02347	PLYMOUTH	UNITED STATES	291027	3	BRIDGEWATER SAVINGS BANK	699105	
		Full Service	4257138	PEMBROKE BRANCH	27 MATTAKEESETT STREET	PEMBROKE	MA	02359	PLYMOUTH	UNITED STATES	291093	9	BRIDGEWATER SAVINGS BANK	699105	
		Full Service	2914017	RAYNHAM BRANCH	756 ORCHARD STREET	RAYNHAM	MA	02767	BRISTOL	UNITED STATES	Not Required	Not Required	BRIDGEWATER SAVINGS BANK	699105	
		Full Service	3374159	TAUNTON BRANCH	2109 BAY STREET	TAUNTON	MA	02780	BRISTOL	UNITED STATES	440863	6	BRIDGEWATER SAVINGS BANK	699105	
		Full Service	698603	WEST BRIDGEWATER BRANCH	120 WEST CENTER STREET	WEST BRIDGEWATER	MA	02379	PLYMOUTH	UNITED STATES	291025	1	BRIDGEWATER SAVINGS BANK	699105	